

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 884-3821

THOMAS D MARION
TREASURER

November 6, 1989

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20423

RECORDATION NO. 16532 A
FILED 1425

NOV 7 1989 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of October 23, 1989, a secondary document, supplementing the Manufacturing Agreement dated as of June 7, 1989.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Trinity Industries Inc.
Pullman Standard Manufacturing (Manufacturer)
600 East Ninth Street
Michigan City, MI 46360

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-platform, articulated all- purpose spine cars.	FC	60	TTAX	76200-76259

- * All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

Honorable Noreta R. McGee
November 6, 1989
Page Two

Enclosed is our check in the amount of \$13.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

Manufacturing Agreement dated June 7, 1989,
recorded on September 25, 1989, at 11:50 a.m.
recordation number 16532.

A short summary of this Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 60 five-unit, articulated, all-purpose spine cars, numbered 76200-76259, inclusive."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:map

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, Please call Jane Congram at 312/984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

November 10, 1989

VIA FEDERAL EXPRESS

9-317A003

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2303
Washington, DC 20523

Dear Ms. Lee:

Enclosed is a check in the amount of \$2.00 to cover filing fees for our recent recordation of 60 units of 5-platform, articulated all-purpose spine cars. The Manufacturing Agreement Supplement No. 1 is dated as of October 23, 1989, and supplements the Manufacturing Agreement dated June 7, 1989, recorded on September 25, 1989 at 11:50 a.m., recordation number 16532.

A check for \$13.00 was previously mailed. Thank you.

Sincerely,



Jane M. Congram
Manager - Financing Administration

JMC:map

Enclosures

NOV 14 1989
60 NOV 14 1989

Interstate Commerce Commission
Washington, D.C. 20423

11/13/89

OFFICE OF THE SECRETARY

Thomas D. Marion
Trailer train Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 11303 of the Interstate Commerce Act, 49
U.S.C. 11303, on 11/13/89 at 10:55am, and assigned recordation
number(s). 16532-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 16532 A
NOV 7 1989 - 10 35 AM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of October 23, 1989, between PULLMAN STANDARD MANUFACTURING, TRINITY INDUSTRIES, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 7, 1989, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

PULLMAN STANDARD MANUFACTURING
TRINITY INDUSTRIES, INC.

By: L. Clark Wood

(Corporate Seal)

ATTESTATION:

Donald Phelps
Assistant Secretary

TRAILER TRAIN COMPANY

By: Thomas M. Mason

Treasurer

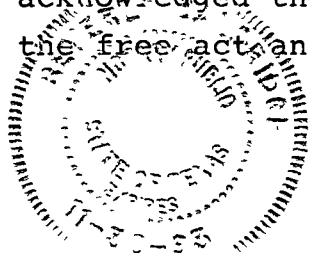
(Corporate Seal)

ATTESTATION:

A. J. Barton
Assistant Secretary

STATE OF TEXAS)
)
COUNTY OF DALLAS) SS.:

On this 3rd day of October 1989, before me personally appeared L. Clark Wood, to me personally known, who, being by me duly sworn, says that he is a Vice President of TRINITY INDUSTRIES, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Beverly Ballidge
Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this 24th day of October, 1989, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

W. G. Raymond

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

TRINITY INDUSTRIES, INC.
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
TTAX	60	76200-76259			Feb-Apr. '90	T-1089-P

Item 2: August 31, 1990

Item 3: To be determined.

Item 4: 600 East Ninth Street, Suite 5
Michigan City, IN 46360

* All-purpose Spine Cars, Car Class RAF55; Job #2102. Trailer Train specification 68-43-011586 revised April 20, 1989, and 68-43-083188 revised July 14, 1989. Trinity Industries specification PSM1125 dated October 24, 1988.